



First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

VIA UPS NEXT DAY AIR

November 14, 2000

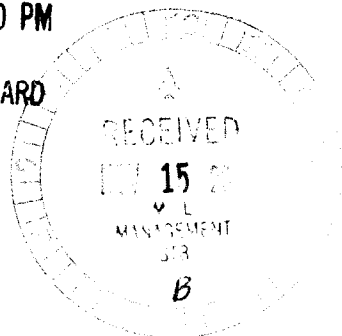
RECORDATION NO. 22478-B FILED

NOV 20 '00 12:40 PM

TS

SURFACE TRANSPORTATION BOARD

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated July 7, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 22478 on October 19, 1999.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Heller Performance Polymers, Inc.
707 Westchester Avenue
White Plains, NY 10604

A description of the railroad equipment covered by the enclosed document is one (1) 5851 cubic foot covered hopper car, with car number TQEX 58171.

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Heller Performance Polymers, Inc., Lessee, covering 1 5851 cubic foot covered hopper car, with car number TQEX 58171.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase-Morrison
Manager of Documentation

Enclosures

(HLPF008)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 7th day of July, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and HELLER PERFORMANCE POLYMERS, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of June 11, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 2000 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
 Name: RICHARD F. SEYMOUR
 Title: Vice President Sales & Marketing
 Executed on this 7th day of July, 2000.

By: [Signature]
 Name: K.A. Dombrowski
 Title: DIRECTOR OF DOCUMENTATION

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

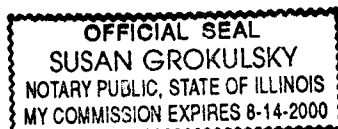
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7th day of July, 2000.

[Signature]
 Notary Public

My Commission Expires:

8-14-2000
 (Notary Public)



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 SURFACE TRANSPORTATION BOARD

LESSEE:

HELLER PERFORMANCE POLYMERS, INC.

ATTEST:

By: [Signature]
Name: WILLIAM J. HELLER
Title: PRESIDENT

By: _____
Name: _____
Title: _____

Executed on this 21st day of JUNE, 2000.

[CORPORATE SEAL]

STATE OF NEW YORK

COUNTY OF WESTCHESTER

I, MARK APPELBAUM, a Notary Public of the County and State aforesaid, certify that WILLIAM J. HELLER personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21st day of JUNE, 2000.

[Signature]
Notary Public

My Commission Expires: **MARK J. APPELBAUM**
Notary Public State of New York
No. 02AP5044988
Qualified in Westchester County
Commission Expires June 12, 2001
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One (1)

DESCRIPTION OF CAR: 5851cfc Covered Hopper Car

CAR NUMBER: TQEX 58171